

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF WEST VIRGINIA**

IN RE:	:	Bankruptcy No. 5:03-BK-1802
	:	
WEIRTON STEEL CORPORATION,	:	Chapter 11
	:	
Debtor.	:	L. Edward Friend, II
	:	United States Bankruptcy Judge
	:	
	:	

**ORDER GRANTING RELIEF SOUGHT IN
EIGHTH OMNIBUS OBJECTION TO CLAIMS**

Upon consideration of the Eighth Omnibus Objection to Claims (the "Claim Objection") filed by the Weirton Steel Liquidating Trustee ("Liquidating Trustee") on behalf of the Weirton Steel Liquidating Trust (the "Liquidating Trust"); responses to the Claim Objection having been filed by Ellinora Cagna ("Cagna"), Carol A. Simmons ("Simmons"), GE Capital Corporation and the Weirton Area Water Board ("Water Board"); due and proper notice of the Claim Objection having been given; in consideration of the arguments made at the hearing on December 29, 2004 (the "Hearing"); and having determined that the legal and factual bases set forth in the Claim Objection and at the Hearing establish just cause for the relief granted herein,

IT IS HEREBY ORDERED THAT:

1. The relief sought by the Liquidating Trust in the Claim Objection is granted except as otherwise set forth in this Order and the attached Exhibits.
2. All capitalized terms used herein shall have the meaning given to such terms in the Claim Objection.
3. Each of the claims identified on Exhibit "A" attached hereto are disallowed and expunged without prejudice to the rights of the holders of such claims to seek payment thereof from ISG Weirton Inc. (the "Buyer"), a wholly owned affiliate of International Steel Group Inc., and without prejudice to Buyer's defenses to such claims; provided, however, that nothing in this Order

expands, modifies or alters in any way the rights, obligations or liabilities of Buyer under the APA, Sale Order and related documents and other Orders of this Court; and provided further that nothing contained in this Order shall in any way modify, affect, diminish, expand, or impair any of the rights or obligations of the Buyer or General Electric Capital Corporation, individually or in its capacity as the assignee of Boeing Capital Corporation ("GECC"), under any leases between GECC, as Lessor, and Weirton Steel Corporation ("WSC"), as Lessee, that were previously hereto assumed by WSC and assigned to the Buyer.

4. Each of the claims identified on Exhibit "B" attached hereto are disallowed and expunged as they are time barred by operation of this Court's Prepetition Bar Date Order and no excusable reason has been shown to justify their late filing.

5. The claim identified on Exhibit "C" attached hereto is disallowed and expunged because it is duplicative of the Indenture Trustee Claims filed by the Indenture Trustee in its representative capacity on behalf of the Bondholder.

6. The response of Cagna is hereby overruled and each of the claims identified on Exhibit "D" attached hereto are disallowed and expunged because they are provided for under the Pension Plan Termination Order, the PBGC Settlement Order, the Effects Agreement Order and/or the Effects Agreement, and for the reasons otherwise stated by the Court on the record at the Hearing.

7. Each of the claims identified on Exhibit "E" attached hereto are disallowed and expunged as there is no legal or equitable bases for the claims.

8. Each of the claims identified on Exhibit "F" attached hereto are disallowed and expunged, provided, however, that nothing herein shall limit or modify the settlement terms between the Liquidating Trustee, on behalf of the Liquidating Trust, and the holders of those claims identified on Exhibit "F", nor shall the claims resulting from such settlements be affected.

9. The claim identified on Exhibit "G" attached hereto is hereby allowed in the reduced

amount of \$13,000 as set forth on such Exhibit, with the remainder of Claim No. 1478 hereby disallowed.

10. The Claim Objection as to the claims identified on Exhibit "H" attached hereto was withdrawn at the Hearing, without prejudice to the right of the Liquidating Trust to object to such claims on any basis in the future.

11. As to the claims identified on Exhibit "I" attached hereto, the hearing on the Liquidating Trust's objection to such claims is hereby continued to January 24, 2005, at 1:30 p.m. prevailing Eastern time, with any responses to be filed by the holders of such claims no later than January 19, 2005.

12. The Claim Objection as to Claim No. 2325 filed by Simmons is continued generally.

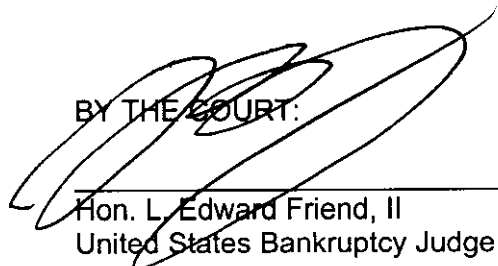
13. Nothing herein shall bar or preclude further objection to any claim by the Liquidating Trustee.

14. The Liquidating Trustee, the Liquidating Trust and the claims agent, Donlin Recano & Company, Inc., are authorized to take all actions necessary or appropriate to give effect to this Order.

Date: _____

1/3/05

BY THE COURT:



Hon. L. Edward Friend, II
United States Bankruptcy Judge

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EXHIBIT A
CLAIMS ASSUMED BY ISG TO BE DISALLOWED AND EXPUNGED

CREDITOR	CLAIM #	CLAIM DATE	CLAIM AMOUNT
BOEING CAPITAL CORPORATION	1876	10/16/2003	2,254,078.13
CLEVELAND-CLIFFS INC	2751	12/2/2003	1,010,996.82
NORFOLK SOUTHERN RAILWAY COMPANY	2535	10/20/2003	165,294.19

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EXHIBIT B
LATE FILED CLAIMS TO BE DISALLOWED AND EXPUNGED

CREDITOR	CLAIM #	CLAIM DATE	CLAIM AMOUNT
ALABAMA COPPER & BRONZE CO INC	2762	12/22/2003	16,550.00
APPLIED INDUSTRIAL TECHNOLOGIES	2718	10/29/2003	8,053.82
BEI ELECTRONICS INCORPORATED	2668	10/27/2003	2,321.00
BROWN*JOANN T	2611	10/23/2003	0.00
CASCO COMPRESSED AIR SPECIALISTS CO.	2671	10/24/2003	458.88
COLE*DAVID R	20524	7/16/2004	0.00
CRU INTERNATIONAL LTD	2778	1/22/2004	0.00
DEBARTOLOMEO*JOSEPH B.	2635	10/22/2003	500,000.00
DEPARTMENT OF FINANCIAL SERVICES	2732	11/10/2003	0.00
DOW JONES REUTERS D/B/A FACTIVA	2756	12/12/2003	2,000.00
FABREEKA PRODUCTS COMPANY	2782	2/18/2004	4,023.97
FIDELITY INVESTMENTS	20543	8/2/2004	4,935.24
GILL JR*SAMUEL M	2631	10/22/2003	0.00
GRAPHIC CONTROLS	2683	10/27/2003	4,086.87
HOLLAND COMPANY LP	2750	11/26/2003	28,860.00
IMPRESS USA, INC	2763	12/19/2003	2,000,000.00
JAY INDUSTRIAL CONTROLS	2648	10/22/2003	2,017.11
KNICKERBOCKER RUSSEL COMPANY INC.	2705	11/3/2003	549.84
LOCKWOOD GREENE	2761	12/15/2003	30,326.72
MCKEES ROCKS FORGINGS INC	2769	12/29/2003	25,583.41
MSC PREFINISH METALS INCORPORATED	20541	7/29/2004	49,684.31
OCMET INCORPORATED	2726	11/7/2003	0.00
OMEGA ENGINEERING INCORPORATED	2765	12/23/2003	1,031.75
OVERNITE TRANSPORTATION COMPANY	2775	1/7/2004	1,745.20
PF ENVIRONMENTAL TECHNOLOGIES INC.	2773	1/9/2004	115,301.92
POCZATEK* FRANK G	20547	8/9/2004	150,000.00
PREMIER SAFETY & SERVICE INC.	2771	1/5/2004	30,719.22
ROBINSON*WESLEY A	2607	10/23/2003	0.00
SAYBOLT LP, A CORE LABORATORIES COMPANY	2680	10/24/2003	4,035.52
SG MORRIS COMPANY	2509	10/21/2003	158,910.69
SHANLEY & BAKER	2605	10/23/2003	132,492.36
SHELLS INCORPORATED	2706	11/3/2003	4,131.38
SIEMENS ENERGY & AUTOMATION, INC.	2744	11/19/2003	9,689.22
SPECIALISTS IN TRANSIT FWDG. INC. OF	2793	5/21/2004	1,057.71
SPECTRUM MEDICAL SERVICES	2702	11/3/2003	119.00
SPRINT COMMUNICATIONS LP	2601	10/23/2003	1,684.36
STARVAGGI INDUSTRIES INCORPORATED	2712	10/30/2003	134,425.16
THOMSON FINANCIAL CORPORATE GROUP	2654	10/22/2003	1,150.00
WV DEPARTMENT OF TRANSPORTATION	2757	12/17/2003	176,067.82

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EXHIBIT C
BONDHOLDER CLAIM TO BE DISALLOWED AND EXPUNGED

CREDITOR	CLAIM #	CLAIM DATE	CLAIM AMOUNT
POCZATEK* FRANK G	20547	8/9/2004	150,000.00

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EXHIBIT D

CLAIMS FOR PENSION AND/OR RETIREE BENEFITS TO BE DISALLOWED AND EXPUNGED

CREDITOR	CLAIM #	CLAIM DATE	CLAIM AMOUNT
ANDRIANO*GLENN M	2419	10/20/2003	0.00
ARANGO*RICHARD	20194	06/21/04	883.80
BALDAUF*ELEANOR	2746	11/18/2003	0.00
CAGNA*ELLINORA	2777	1/27/2004	65,000.00
CASHDOLLAR* EDWARD	20349	06/28/04	25,000.00
COOK JR*SAMUEL H	20201	06/21/04	0.00
DANKOVCHIK*DANIEL J	20047	06/14/04	0.00
FERRIS* ROBERT E.	20064	06/14/04	4,368.00
FISHER*REX B	20014	06/10/04	0.00
FLOWERS*EDWARD T.	1865	10/16/2003	0.00
FORSYTHE*LARRY	2512	10/21/2003	0.00
GOOSSENS*GARY M	2364	10/20/2003	1,728,000.00
KOLOSKY*WALTER J	20015	06/10/04	25,000.00
MAKRICOSTAS*EUGENIA	2704	11/3/2003	0.00
MASON* DONALD	20076	06/14/04	25,000.00
MASON* JANE	20075	06/14/04	25,000.00
PAIDOUSIS*GEORGE	20205	06/21/04	0.00
PEPPER* SHARON	2350	10/20/2003	21,000.00
PORCO*JOSEPH	2435	10/20/2003	0.00
SHAVER*JUDY A.	2031	10/20/2003	0.00
SMITH*RICHARD E	20044	06/14/04	0.00
SMITH*RICKIE E.	2145	10/20/2003	0.00
SMOLESKI*LOUIS S.	1864	10/16/2003	0.00
STEWART*NANCY L	20215	06/22/04	0.00
STEWART*TERRY L	20214	06/22/04	0.00
TEAGUE*PAUL	1607	10/14/2003	0.00
WEBCO INTERNATIONAL LLC (TOM EVANS)	986	9/29/2003	0.00
WHIRLOW* MARGARET	20171	06/21/04	0.00
YEAGER, JR.* JOHN	20029	06/10/04	5,000.00
ZAMBON*MARYJO	2723	10/27/2003	0.00

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Eighth Omnibus Objection to Claims**EXHIBIT E****CLAIMS WITHOUT MERIT TO BE DISALLOWED AND EXPUNGED**

CREDITOR	CLAIM #	CLAIM DATE	CLAIM AMOUNT
ALLEN*BESSIE M.	2653	10/22/2003	9,000.00
BIVEDER*BLINCHE	617	9/23/2003	0.00
BLUMENTHAL*DEVARA LEE	787	9/26/2003	0.00
BROWN*YOLANDAE	2483	10/20/2003	0.00
COLE*DAVID R	20524	7/16/2004	0.00
DINOFRIO*JOHN D	2549	10/20/2003	0.00
FIELD*ESTA L.	2434	10/20/2003	420.00
FIJEWSKI*RAYMOND J	2748	11/24/2003	0.00
FULMER*GERALD K	2505	10/20/2003	0.00
FULMER*GERALD K	2506	10/20/2003	0.00
GORY JR.*WATUS	2710	10/30/2003	0.00
HARMS*MICHAEL J	2580	10/20/2003	0.00
KAPIRIS*GUS	2504	10/20/2003	0.00
KAPIRIS*GUS	2502	10/20/2003	0.00
KAPIRIS*GUS	2501	10/20/2003	0.00
KAPIRIS*GUS	2503	10/20/2003	0.00
LONG*TERRY L	2498	10/20/2003	0.00
MCABEE*MICHAEL D	403	9/15/2003	3,000.00
MCABEE*MICHAEL D	405	9/15/2003	2,000.00
MICHELE PULICE	2596	10/20/2003	0.00
MILLS* RICHARD H	716	9/25/2003	0.00
PAIDOUSIS*GEORGE	600	9/23/2003	0.00
PANACCI*JOYCE A	1436	10/7/2003	0.00
PORTER*MARK E	2385	10/20/2003	0.00
RITCHIE* MICHELE M	2674	10/24/2003	0.00
SCHUETZ*WAYNE D	603	9/23/2003	0.00
SCHWARTZ* NORMA	1308	10/6/2003	0.00
SIMMONS*CAROL ANN	2325	10/20/2003	0.00
SINNETT*JOHN W	2088	10/20/2003	0.00
SNYDER*JOYCE	2499	10/20/2003	0.00
TAYLOR*ANITA R.	2658	10/16/2003	0.00
TRIVOLI*VINCENT	2164	10/17/2003	0.00
WELLING*RENARD C	2500	10/20/2003	0.00
WEST*RANDY E	2329	10/20/2003	0.00
YEAGER JR.*JOHN	270	9/15/2003	110,733.78
YOCUM*HARRY L.	2572	10/20/2003	0.00

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EXHIBIT F

**CLAIMS THAT HAVE BEEN PAID, SETTLED OR OTHERWISE SATISFIED TO BE DISALLOWED
AND EXPUNGED**

CREDITOR	CLAIM #	CLAIM DATE	CLAIM AMOUNT
ANTHONY CRANE RENTAL INCORPORATED	50093	10/20/2003	160,794.95
BLUE CROSS OF WESTERN PA	50148	10/20/2003	3,636,483.97
ERB ELECTRIC COMPANY INCORPORATED	50306	10/20/2003	266,817.35
ESOP 84 (United Bank)	2123	10/20/2003	5,000.00
ESOP 89 (United Bank)	2122	10/20/2003	5,000.00
MABCO STEAM COMPANY, LLC	1933	10/17/2003	33,096,367.00
MICRO GRINDING SYSTEMS	1319	10/6/2003	0.00
REYNOLDS SERVICE INCORPORATED	50754	10/20/2003	331,692.58

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EXHIBIT G
CLAIMS TO BE ALLOWED IN REDUCED AMOUNT

CREDITOR	CLAIM #	FILED CLAIM AMOUNT	ALLOWED CLAIM AMOUNT
ASTRO CONTAINER COMPANY, ET AL.	1478	991,000.43	13,000.00

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EXHIBIT H

CLAIMS TO WHICH OBJECTION IS WITHDRAWN WITHOUT PREJUDICE

CREDITOR	CLAIM #	CLAIM AMOUNT
HENKEL CORPORATION SURFACE TECHNOLOGIES GROUP	1575	5,665,976.46
WEIRTON AREA WATER BOARD	2728	32,301.28
DAVIS*CINDI D	20477	18,332.00
SOLID WASTE SERVICES, INC.	2003	15,906,253.21

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EXHIBIT I

**CLAIMS TO WHICH OBJECTION HEARING AND RESPONSE DEADLINE ARE
CONTINUED**

CREDITOR	CLAIM #	CLAIM AMOUNT
CROWN CORK & SEAL	2337	555,000.00
IMPRESS	2211	1,600,090.14
NEW PROCESS STEEL, L.P.	1837	593,699.14
VAN CAN	2000	201,850.80
WINNER STEEL SERVICES	1973	336,706.74